



# The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

July 13, 1982

2-202A050

RECORDATION No. 131256 No. 101211982  
Date.....  
Fee \$10.00

Ms. Agatha L. Mergenovich  
Secretary

JUL 21 1982-3 25 PM

Interstate Commerce Commission  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,  
Equipment Trust, Series 1

Dear Secretary:

Enclosed herewith please find an original, one counterpart and five additional copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 2, dated as of June 1, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, dated as of June 1, 1981, as supplemented.

That Equipment Trust is the primary document to which this supplement is connected and is recorded under Recordation No. 13125.

The names and addresses of the parties to this document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company  
80 East Jackson Boulevard  
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement, Series 1, as supplemented, is described on Exhibit 1.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee. Please return

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FEE OPERATION BR.

*Agatha L. Mergenovich*

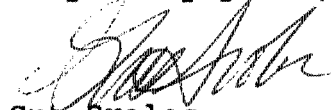
Ms. Agatha L. Mergenovich  
Page 2  
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the original and the copies not needed by the Commission for recordation to me, which I would like to have returned bearing the recordation information.

A short summary of the document to appear in the index is as follows:

Supplement No. 2, dated as of June 1, 1982, to The Atchison, Topeka and Santa Fe Railway Company Equipment Trust Agreement, Series 1, dated as of June 1, 1981, as supplemented, which supplement: adds as additional equipment under the Equipment Trust eleven (11) remanufactured diesel electric locomotives and one (1) remanufactured locomotive electric power unit ("slug"); and changes the identifying numbers assigned to certain units of railroad equipment included in the Equipment Trust.

Very truly yours,



Gus Svolos  
Vice President-Law

JQG/lmm

Enclosures

## [Equipment Trust, Series 1]

## SCHEDULE A

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	Locomotive Electric Power Units, original (EMD) model ("Slug"); ATSF, Remanufacturer; Nos. 101 102, 103, 115 and 126	\$ 91,609.97	\$ 458,049.83
57	1500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-7; ATSF, Remanufacturer; Nos. 2009 to 2027, 2220 to 2243, and 1316 to 1329, all inclusive	204,670.49	11,666,217.95
8	2000 HP Diesel Electric Locomotives, original GMC (EMD) model GP-20; ATSF, Remanufacturer; Nos. 3012, 3026, 3027, 3032, 3041, 3049, 3054 and 3059	242,377.43	1,939,019.42
7	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer; Nos. 2700, 2717, 2718, 2724, 2733, 2759 and 2784	269,346.15	1,885,423.03
13	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer; Nos 2844, 2848, 2874, 2878, 2879, 2898, 2900, 2923, 2932, 2938, 2954, 2955 and 2958	271,619.92	3,531,058.96
15	3000 HP Diesel Electric Locomotives, original GMC (EMD) model SD-40; ATSF, Remanufacturer; Nos 5000 to 5002, 5005 to 5010, 5012 to 5016, and 5019, all inclusive	329,475.85	4,942,137.75
4	3600 HP Diesel Electric Locomotives (16 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5430 to 5433, both inclusive	544,970.69	2,179,882.77

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
12	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5304 to 5315, both inclusive	\$366,166.90	\$ 4,393,402.79
4	2500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2806, 2816, 2840 and 2940	305,960.00*	1,223,840.00*
6	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5319 to 5324, both inclusive	380,120.00*	2,280,720.00*
1	3600 HP Diesel Electric Locomotive SDF-45 (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanu- facturer; No. 5963	424,580.00*	424,580.00*
1	Locomotive Electric Power Unit, original EMD model ("Slug"); ATSF, Remanufacturer; No. 104	<u>75,667.50*</u>	<u>75,667.50*</u>
TOTAL			\$35,000,000.00

\*Estimated Cost

JUL 21 1982-3 25 PM

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY  
EQUIPMENT TRUST, SERIES 1 INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2, dated as of June 1, 1982, to the Equipment Trust Agreement, dated as of June 1, 1981 (the "Agreement"), between The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation (the "Company"), and Harris Trust and Savings Bank, an Illinois corporation (the "Trustee"), whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series 1, is created.

WHEREAS, the final Cost of the Trust Equipment is less than the estimated Cost and, as a consequence thereof, there remains Deposited Cash available for the purchase of additional equipment;

WHEREAS, the Company desires to cause the additional equipment described below to be acquired by the Trustee;

WHEREAS, Sections 4.1 and 5.2 of the Agreement provide for the acquisition of such additional equipment upon the terms and conditions therein set forth; and

WHEREAS, in accordance with Section 5.6 of the Agreement, the Company wishes to change the identifying numbers assigned to certain of the railroad equipment included in said Equipment Trust;

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 5.2 of the Agreement, the Company shall cause the following remanufactured standard gauge diesel electric locomotives (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all of the Company's rights, titles and interests in the Additional Equipment to be acquired.

<u>Quantity</u>	<u>Type</u>	<u>Remanufacturing Cost</u> (Estimated)	
		<u>Per Unit</u>	<u>Total</u>
4	2500 HP Diesel Electric Locomotives, original GMC (EMD) Model GP-35; ATSF, Remanufacturer; Nos. 2806, 2816, 2840 and 2940	\$305,960.00	\$1,223,840.00
6	3600 HP Diesel Electric Locomotives (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; Nos. 5319 to 5324, both inclusive	380,120.00	2,280,720.00
1	3600 HP Diesel Electric Locomotive SDF-45 (20 cylinders), original GMC (EMD) model SD-45; ATSF, Remanufacturer; No. 5963	424,580.00	424,580.00
1	Locomotive Electric Power Unit, original EMD model ("Slug"); ATSF, Remanufacturer; No. 104	<u>75,667.50</u>	<u>75,667.50</u>
12	TOTAL ADDITIONAL EQUIPMENT		\$4,004,807.50

2. In accordance with Sections 4.1 and 5.2 of the Agreement, the Additional Equipment is hereby included as a part of the Trust Equipment, subject to all terms and conditions of the Agreement in all respects, and the Additional Equipment is hereby leased by the Trustee to the Company.

3. The Company hereby makes the following Statement of New Identifying Numbers for the equipment described below:

<u>Number of Units</u>	<u>Description</u>	<u>First Remanufactured Numbers</u>	<u>Revised Remanufactured Numbers</u>
7	2250 HP Diesel Electric Locomotives, original GMC (EMD) model GP-30; ATSF, Remanufacturer	3200 3217 3218 3224 3233 3259 3284	2700 2717 2718 2724 2733 2759 2784
13	2500 HP Diesel Electric Locomotives, original GMC (EMD) model GP-35; ATSF, Remanufacturer	3344 3348 3374 3378 3379 3398 3400 3423 3432 3438 3454 3455 3458	2844 2848 2874 2878 2879 2898 2900 2923 2932 2938 2954 2955 2958

4. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this

Supplement, for the present Schedule A, reflecting the final Cost of certain of the Trust Equipment, the Additional Equipment and its estimated Cost, and the locomotive number changes to be included in the Agreement. A copy of the revised Schedule A is attached hereto as Exhibit 1.

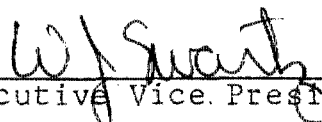
5. In accordance with Sections 5.6 and 7.4 of the Agreement, the Company shall cause this Supplement to be filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date first above written.

ATTEST:

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

  
Assistant Secretary

By   
Executive Vice President

ATTEST:

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

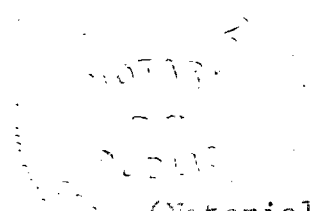
  
Assistant Secretary

By   
Vice President



STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK     )

On this *11th* day of June 1982, before me personally appeared W. J. Swartz, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
(Notarial Seal)

  
\_\_\_\_\_  
Notary Public

My commission expires: January 14, 1985

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF COOK     )

On this *21st* day of June 1982, before me personally appeared R. G. Mason, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

(Notarial Seal)

My commission expires: DECEMBER 2, 1985

## [Equipment Trust, Series 1]

## SCHEDULE A

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